

David M. Powlen (DP – 0678)  
BARNES & THORNBURG LLP  
1000 North West Street, Suite 1200  
Wilmington, Delaware 19801  
Telephone: 302-888-4536  
Facsimile: 302-888-0246  
Email: *david.powlen@btlaw.com*

*Attorneys for USAA Federal Savings Bank*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**In re:** ) **Chapter 11**  
RESIDENTIAL CAPITAL, LLC, *et al.*, ) **Case No. 12-12020 (MG)**  
**Debtors.** ) **Jointly Administered**

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**USAA FEDERAL SAVINGS BANK'S LIST OF POTENTIAL WITNESSES  
AND POTENTIAL EXHIBITS FOR SALE HEARING ON NOVEMBER 19, 2012**

USAA Federal Savings Bank (“USAA”), through its undersigned counsel, hereby submits the following potential witness and exhibit lists in the event that the Debtors and USAA do not resolve USAA’s **Limited Objections**<sup>1</sup> to the *Debtors’ Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6005,*

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<sup>1</sup>**Limited Objections** means both:

*USAA Federal Savings Bank’s Limited Objection to Debtors’ Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 For an Order (A) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests, (B) Authorizing and Approving Asset Purchase Agreements Thereto, (C) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (IV) Granting Related Relief; and (II) Notice of Intent to (A) Assume and Assign Certain Executory Contracts and (B) Cure Amounts filed on September 27, 2012 [Docket No. 1611]; and*

*Supplemental Limited Objection of USAA Federal Savings Bank to (I) the Debtors’ Sale Motion, (II) Notice of Intent to (A) Assume and Assign Certain Executory Contracts and (B) Cure Amounts, and (III) Notice of Successful Bidder for Servicing Platform filed on November 7, 2012 [Docket No. 2097].*

and 6006 for Orders (A)(I) Authorizing and Approving Sale Procedures Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief (the “Sale Motion”) [Docket No. 61].

USAA will continue to work with the Debtors in advance of the hearing on the Sale Motion in an attempt to resolve USAA’s Limited Objections.

<b>POTENTIAL WITNESS LIST</b>	
A	S. Mark Garces, Executive Director, USAA Federal Savings Bank - Secondary Marketing (as a potential rebuttal witness, particularly with respect to the contents of the USAA Servicing Agreement (as defined in USAA’s Limited Objections) and adequate assurances of future performance)
B	Any witness that (i) is called upon by any other party in connection with the Sale Motion or (ii) submits a declaration that is moved into evidence in connection with the Sale Motion.

<b>POTENTIAL EXHIBIT LIST<sup>2</sup></b>	
A	<b>Exhibit A</b> to USAA Federal Savings Bank’s Limited Objection to Debtors’ Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 For an Order (A) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests, (B) Authorizing and Approving Asset Purchase Agreements Thereto, (C) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (IV) Granting Related Relief; and (II) Notice of Intent to (A) Assume and Assign Certain Executory Contracts and (B) Cure Amounts filed on September 27, 2012 [Docket No. 1611].

<sup>2</sup> USAA reserves the right to use as evidence any exhibit submitted by any other party in connection with the Sale Motion, including any exhibit listed on the *Debtors’ Exhibit List for the Sale Hearing* [Docket No. 2143].

B	<b>Paragraph 5</b> of the <i>Supplemental Limited Objection of USAA Federal Savings Bank to (I) the Debtors' Sale Motion, (II) Notice of Intent to (A) Assume and Assign Certain Executory Contracts and (B) Cure Amounts, and (III) Notice of Successful Bidder for Servicing Platform</i> filed on November 7, 2012 [Docket No. 2097].
C	USAA's Proof of Claim filed on November 7, 2012, in the Chapter 11 case of the debtor GMAC Mortgage LLC, Case No. 12-12032 (MG), United States Bankruptcy Court, Southern District of New York.

Dated: November 12, 2012

/s/ David M. Powlen

David M. Powlen (DP – 0678)  
BARNES & THORNBURG LLP  
1000 North West Street, Suite 1200  
Wilmington, Delaware 19801  
Telephone: 302-300-3435  
Facsimile: 302-888-0246  
Email: [david.powlen@btlaw.com](mailto:david.powlen@btlaw.com)  
Attorneys for USAA Federal Savings Bank